



GE Transportation
Systems

Michael J. Baughman
Counsel

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RECORDATION NO. 21937 FILED

JAN 5 '99 11-50AM

December 31, 1998

Mr. Vernon Williams
Surface Transportation Board
12th and Constitution Avenue, N.W.
Room 2311
Washington, D.C. 20423

RECEIVED
SURFACE TRANSPORTATION
BOARD
JAN 5 11 50 AM '99
COMMISSION
SERVICE SECTION

Subject: Recordation of Memorandum of Interim Use Agreement

Dear Mr. Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. §11301 and the regulations thereunder, is an original and one copy/counterpart of a Memorandum of Interim User Agreement, dated as of December 1, 1998, between General Electric Company ("Lessor") and The Burlington Northern and Santa Fe Railway Company and BN Leasing Corporation ("Lessee"), a primary document.

The names and addresses of the parties to the enclosed Agreement are as follows:

LESSOR: General Electric Company
2901 East Lake Road
Erie, Pennsylvania 16531

LESSEE: The Burlington Northern and
Santa Fe Railway Company
2650 Lou Menk Drive
Fort Worth, Texas 76131

BN Leasing Corporation
1700 East Golf Road
Schaumburg, Illinois 60173

A general description of the locomotive(s) covered by the enclosed documents is attached hereto as Schedule I. Also enclosed is a remittance in the amount of \$26.00 for the required recording fee.

The undersigned is Counsel and Attesting Secretary of General Electric Company, the Lessor. Please return the original and any extra copies not needed by the Board for recordation to Michael J. Baughman, General Electric Company, 2901 East Lake Road, Building 14-5, Erie, Pennsylvania 16531.

A short summary of the document to appear in the index follows:

PRIMARY DOCUMENT

Memorandum of Interim Use Agreement, dated as of December 1, 1998 between General Electric Company ("Lessor") and The Burlington Northern and Santa Fe Railway Company and BN Leasing Corporation ("Lessee"), relating to ten (10) Model Dash 9-44 CW locomotives, bearing Road Nos. 4979-4988, inclusive.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "M. J. Baughman", followed by a horizontal line extending to the right.

Enclosures

SCHEDULE I

Description of Locomotive(s)

<u>Type of Equipment</u>	<u>Road Numbers</u>
Ten (10) Model Dash 9-44 CW locomotives	4979-4988 (inclusive)

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001


OFFICE OF THE SECRETARY

Michael J. Baughman
General Electric Company
2901 East Lake Road
Erie, PA., 16531

Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.
11301 and CFR 1177.3 (c), on 1/5/99 at 11:50 AM, and
assigned recordation numbers (s): 21937.

Sincerely Yours,

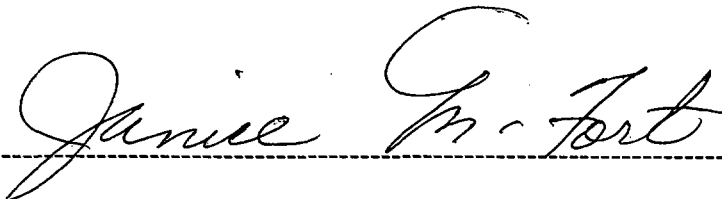

Vernon A. Williams

Enclosure(s)

26.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature-----



MEMORANDUM OF INTERIM USER AGREEMENT

11-50AM

As of the 1st day of December, 1998, General Electric Company, a New York corporation acting through its Transportation Systems Business Operations ("Lessor"), The Burlington Northern and Santa Fe Railway Company, a Delaware corporation ("Lessee"), and BN Leasing Corporation, a Delaware corporation ("BNL"), entered into an Interim User Agreement by which the ten General Electric Diesel Electric Locomotives described below were leased from Lessor to Lessee.

Road Numbers

4979-4988
(inclusive)

Model

Model Dash 9-44 CW

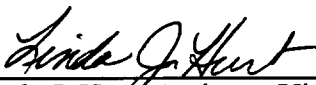
In witness whereof, the parties have executed this Memorandum of Interim User Agreement as of the day and year first above written.

Attest:

**THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY**

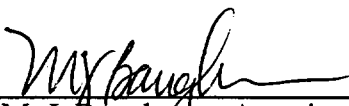

Assistant Secretary

By:


Linda J. Hurt, Assistant Vice President-
Finance and Assistant Treasurer

Attest:

GENERAL ELECTRIC COMPANY


M. J. Baughman, Attesting Secretary

By:

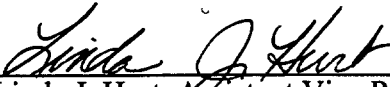

Joseph W. Dziedzic, Manager Global
Commercial Finance

Attest:

BN LEASING CORPORATION


Assistant Secretary

By:


Linda J. Hurt, Assistant Vice President
and Assistant Treasurer

State of Illinois

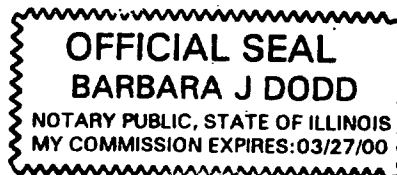
County of Cook

On this 29 day of December, 1998, before me personally appeared Linda J. Hurt, to me personally known, who, being by me duly sworn, says that he/she is Assistant Vice President and Assistant Treasurer of BN Leasing Corporation, that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

Barbara J. Dodd
Notary Public

My Commission expires:



State of Illinois

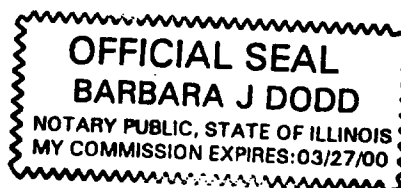
County of Cook

On this 29 day of December, 1998, before me personally appeared Linda J. Hurt to me personally known, who, being by me duly sworn, says that he/she is Assistant Vice President-Finance and Assistant Treasurer of The Burlington Northern and Santa Fe Railway Company, that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

Barbara J. Dodd
Notary Public

My Commission expires:



Commonwealth of Pennsylvania

County of Erie

On this 23rd day of December, 1998, before me personally appeared Joseph W. Dziedzic, to me personally known, who, being by me duly sworn, says that he is Manager, Global Commercial Finance of General Electric Company, that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

Carol C. Wahlen
Notary Public

My Commission expires:

